

**UNITED STATES BANKRUPTCY COURT**  
**EASTERN DISTRICT OF MISSOURI**  
**SOUTHEASTERN DIVISION**

<b>In re:</b>  <b>BRIGGS &amp; STRATTON CORPORATION, <i>et al.</i>,</b>  <b>Debtors.</b>	§ § § § § § §	<b>Chapter 11</b>  <b>Case No. 20-43597-399</b>  <b>(Jointly Administered)</b>
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**DECLARATION OF ANGELA M. NGUYEN  
WITH RESPECT TO THE TABULATION OF  
VOTES ON THE AMENDED JOINT CHAPTER 11 PLAN OF  
BRIGGS & STRATTON CORPORATION AND ITS AFFILIATED DEBTORS**

I, Angela M. Nguyen, depose and say under the penalty of perjury:

1. I am a Director of Corporate Restructuring Services, employed by Kurtzman Carson Consultants LLC (“KCC”) located at 222 N. Pacific Coast Highway, 3rd Floor, El Segundo, CA 90245. I am over the age of 18 and not a party to this action.

2. James Lee, Senior Managing Consultant for KCC, also assisted in the service and tabulation described herein.

3. I submit this declaration with respect to the solicitation and tabulation of votes cast on the *Amended Joint Chapter 11 Plan of Briggs & Stratton Corporation and Its Affiliated Debtors* [Docket No. 1226] (as may be amended, supplemented, or modified from time to time, the “**Plan**”).<sup>1</sup> Except as otherwise noted, I could and would testify to the following based upon my personal knowledge, knowledge that I acquired from individuals under my supervision, and my review of relevant documents. I am authorized to submit this Declaration on behalf of KCC.

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<sup>1</sup> Capitalized terms used but not otherwise defined herein shall have the same meanings ascribed to them in the Plan and Solicitation Procedures Order (each as defined herein), as applicable.

4. On August 20, 2020, the Court entered the *Final Order Authorizing Retention and Appointment of Kurtzman Carson Consultants, LLC as Claims and Noticing Agent and Administrative Advisor* (the “**Retention Order**”) [Docket No. 531]. The Retention Order authorizes KCC to assist the Debtors with, among other things, the service of solicitation materials and tabulation of votes cast to accept or reject the Plan. KCC has considerable experience in soliciting and tabulating votes to accept or reject proposed plans of reorganization.

5. On November 10, 2020, the Court entered the *Order (I) Approving Disclosure Statement; (II) Establishing Notice and Objection Procedures for Confirmation of Plan; (III) Approving Solicitation Packages and Procedures for Distribution Thereof; (IV) Approving the Form of Ballots and Establishing Procedures for Voting on the Plan; and (V) Granting Related Relief* [Docket No. 1233] (the “**Solicitation Procedures Order**”) establishing, among other things, certain solicitation and voting tabulation procedures.

6. Pursuant to the Solicitation Procedures Order, KCC worked with the Debtors, their financial advisors and counsel to solicit votes to accept or reject the Plan and to tabulate the ballots of creditors voting to accept or reject the Plan.

**A. Service and Transmittal of Solicitation Packages and Related Information**

7. On November 12, 2020 and November 16, 2020, KCC caused to be served Solicitation Packages in accordance with the Solicitation Procedures Order. A certificate evidencing KCC’s service of the foregoing was filed with the Court on November 18, 2020.<sup>2</sup>

8. On November 16, 2020, the *Notice of (I) Order Approving Disclosure Statement; (II) Hearing on Confirmation of Plan; (III) Procedures and Deadline for Objecting to Confirmation of the Plan; and (IV) Procedures and Deadline for Voting on the Plan* (as

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<sup>2</sup> See *Certificate of Service of Angela M. Nguyen re: Solicitation Materials Served on or Before November 16, 2020* [Docket No. 1301].

conformed for publication, the “**Confirmation Hearing Notice**”), was published in the national edition of *The New York Times*. On November 17, 2020, the Confirmation Hearing Notice was published in the *St. Louis Post-Dispatch*. A certificate evidencing the publication of the Confirmation Hearing Notice was filed with the Court on November 18, 2020.<sup>3</sup>

## B. The Tabulation Process

9. The Solicitation Procedures Order established November 9, 2020 as the date for determining which creditors and holders of interests were entitled to receive Solicitation Packages and, where applicable, vote on the Plan (the “**Voting Record Date**”). Pursuant to the Solicitation Procedures Order, holders of Claims in each of the following Classes were entitled to vote to accept or reject the Plan (collectively, the “**Voting Classes**”). No other classes were entitled to vote on the Plan.

Plan Class	Class Description
4(a)	General Unsecured Claims against BSC
4(b)	General Unsecured Claims against BGI
4(c)	General Unsecured Claims against ABI
4(d)	General Unsecured Claims against BSI
4(e)	General Unsecured Claims against BST

10. Pursuant to the Solicitation Procedures Order, KCC, with the assistance of Debtors’ counsel and financial advisers, relied on the Schedules of Assets and Liabilities filed by

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<sup>3</sup> See *Certificate of Publication of Order (I) Approving Disclosure Statement; (II) Establishing Notice and Objection Procedures for Confirmation of Plan; (III) Approving Solicitation Packages and Procedures for Distribution Thereof; (IV) Approving the Form of Ballots and Establishing Procedures for Voting on the Plan in New York Times, National Edition and St. Louis Dispatch* [Docket No. 1302].

the Debtors on August 23, 2020<sup>4</sup> and the claims information pertaining to the Debtors' chapter 11 cases as reflected in KCC's CaseView ("**CaseView**") system in order to identify the holders of claims entitled to vote to accept or reject the Plan.

11. KCC also relied on a security position report provided by The Depository Trust Company ("**DTC**") as of the Voting Record Date to identify the bank and brokerage firms (the "**Nominees**") that hold Unsecured Notes Claims in Classes 4(a), 4(b) and 4(c) on behalf of underlying beneficial owners.

12. Using the information outlined above KCC created a voting database reflecting the names of holders in the Voting Classes, addresses of such holders, voting amounts and classification of claims in the Voting Classes.

13. Using its CaseView system and voting database, KCC generated ballots for holders of Claims entitled to vote to accept or reject the Plan. The Solicitation Procedures Order established December 11, 2020 at 5:00 p.m. (Central Time) as the deadline for receiving ballots to accept or reject the Plan (the "**Voting Deadline**").

14. For the Unsecured Notes Claims, KCC provided Solicitation Packages to the Nominees appearing on the security position report received from DTC, or the Nominees' agents, for subsequent forwarding to the underlying beneficial owners of the Unsecured Notes Claims. KCC also provided a Master Ballot to each Nominee or its agent for their use in reporting the voting of the underlying beneficial owners.

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<sup>4</sup> See *Schedules of Assets and Liabilities and Statement of Financial Affairs for Briggs & Stratton Corporation* [Docket No. 0555]; *Schedules of Assets and Liabilities and Statement of Financial Affairs for Billy Goat Industries, Inc.* [Docket No. 0556]; *Schedules of Assets and Liabilities and Statement of Financial Affairs for Allmand Bro., Inc.* [Docket No. 0557]; *Schedules of Assets and Liabilities and Statement of Financial Affairs for Briggs & Stratton International, Inc.* [Docket No. 0558]; *Schedules of Assets and Liabilities and Statement of Financial Affairs for Briggs & Stratton Tech, LLC.* [Docket No. 0559].

15. Pursuant to the Solicitation Procedures Order, KCC received and tabulated ballots as follows: (a) each returned paper ballot was opened and inspected at KCC's offices; (b) paper ballots were date-stamped and scanned into the CaseView system; (c) each e-Ballot was electronically received and processed; and (d) all ballots received on or before the Voting Deadline were then entered into the CaseView system and tabulated in accordance with the tabulation rules outlined in the Solicitation Procedures Order.

16. For the Unsecured Notes Claims, Master Ballots were tabulated against the Voting Record Date security position amounts appearing for each Nominee as listed on the security position report received from DTC.

17. Set forth below is a summary of the voting results with respect to the Voting Classes tabulated on a consolidated basis:

<b>Total Ballots Received</b>			
<b>Accept</b>		<b>Reject</b>	
<b>Number</b>	<b>Amount</b>	<b>Number</b>	<b>Amount</b>
<b>Class 4(a) – General Unsecured Claims</b>			
600 (84.75%)	\$392,040,654.66 (96.35%)	108 (15.25%)	\$14,841,485.60 (3.65%)
<b>Class 4(b) – General Unsecured Claims</b>			
231 (79.93%)	\$315,628,592.21 (99.24%)	58 (20.07%)	\$2,419,313.85 (0.76%)
<b>Class 4(c) – General Unsecured Claims</b>			
202 (77.39%)	\$314,785,395.38 (99.39%)	59 (22.61%)	\$1,932,686.87 (0.61%)
<b>Class 4(d) – General Unsecured Claims</b>			
1 (100.00%)	\$220,917,500.00 (100.00%)	0 (0.00%)	\$0.00 (0.00%)
<b>Class 4(e) – General Unsecured Claims</b>			
1 (100.00%)	\$220,917,500.00 (100.00%)	0 (0.00%)	\$0.00 (0.00%)

18. The final ballot report containing the consolidated summary ballot report of the Voting Classes is attached hereto as **Exhibit A**. The detailed ballot reports for Voting Classes

4(a), 4(b), 4(c), 4(d) and 4(e) are attached hereto as **Exhibits A-1, A-2, A-3, A-4, A-5, A-6, A-7** and **A-8**.

19. Attached as **Exhibit B** to this Declaration is a detailed report of any ballots that were not included in the tabulation above. All such ballots were not counted because the creditors' ballots (a) were received after the Voting Deadline; (b) did not bear an original signature; or (c) did not indicate whether the creditor voted to accept or reject the Plan (*i.e.*, they abstained).

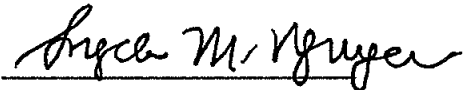
20. In addition, in accordance with the Solicitation Procedures Order, KCC reviewed and tabulated the elections recorded on (a) the ballots received by the Voting Deadline from holders entitled to opt out of the Plan's releases, and (b) the opt-out forms that were provided, along with the Notices of Non-Voting Status, to holders not eligible to vote. The reports of any such voting holders that checked the opt-out box on their ballots are attached hereto as **Exhibits C and C-1**. The reports of non-voting holders who returned an opt-out form are attached hereto as **Exhibits D, D-1 and D-2**. For the avoidance of doubt, this Declaration does not certify the validity or enforceability of any opt-out release received and reported on **Exhibits C, C-1, D, D-1 and D-2** hereto, but rather is providing such information for reporting and informational purposes only.

*[Remainder of Page Left Intentionally Blank]*

**C. Conclusion**

21. To the best of my knowledge, information and belief, the foregoing information concerning the distribution, submission and tabulation of ballots in connection with the Plan is true and correct. The ballots received by KCC are stored at KCC's office and are available for inspection by, or submission to, this Court.

Dated: December 14, 2020



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